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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*CPS Control Systems, Inc.*

*File 1st*

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *5/14*

Time *11:00*

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
CPS CONTROL SYSTEMS, INC.

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is CPS CONTROL SYSTEMS, INC. and its principal address is 2340 J&C Boulevard, Naples, Florida 34109.

ARTICLE II  
DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III  
PURPOSE

This corporation is organized to engage in the business of providing engineering, network and IT sales and services and for all other purposes allowed a Florida corporation.

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 34108 and the name of the initial registered agent of this corporation at that address is Craig D. Blume, Esq.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Geoffrey Courtright, 2821 Mayfield Road, Wayzata, MN 55391 and Ken Lee, 5210 Meadville Street, Greenwood, MN 55331.

## ARTICLE VII

### INCORPORATORS

The names and addresses of the persons signing these Articles are Geoffrey Courtright, 2821 Mayfield Road, Wayzata, MN 55391 and Ken Lee, 5210 Meadville Street, Greenwood, MN 55331.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

Eighty five percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

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## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

## ARTICLE XIII

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by an eighty five percent (85%) vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 12 day of May, 2004.



[Signature] L.S.  
Ken Lee, Incorporator

[Signature] L.S.  
Geoffrey Courtight, Incorporator

STATE OF Minnesota  
COUNTY OF Hennepin

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Ken Lee and Geoffrey Courtight \_\_\_ personally known to me \_\_\_ identified by drivers' licenses to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of May, 2004.

[Signature]  
Notary Public

My Commission Expires: 01/31/2008

I, Craig D. Blume, Esq., agree to serve as resident agent and accept service for CPS CONTROL SYSTEMS, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 12 day of May, 2004.

[Signature]  
Craig D. Blume, Esq.

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